

**STATE OF NEW JERSEY**

**Board of Public Utilities**

*Two Gateway Center*

*Newark, NJ 07102*

*www.bpu.state.nj.us*

IN THE MATTER OF THE PETITION OF JERSEY )  
CENTRAL POWER & LIGHT COMPANY FOR )  
AUTHORITY TO: (I) (A) ISSUE AND SELL UP TO )  
\$300,000,000 AGGREGATE PRINCIPAL )  
AMOUNT OF SENIOR NOTES IN ONE OR )  
MORE SERIES AND TO MAKE, EXECUTE AND )  
DELIVER AN ORIGINAL INDENTURE AND ONE )  
OR MORE SUPPLEMENTAL INDENTURES IN )  
CONNECTION THEREWITH; AND (B) ISSUE A )  
LIKE AGGREGATE PRINCIPAL AMOUNT OF )  
FIRST MORTGAGE BONDS TO SECURE THE )  
SENIOR NOTES UNTIL THE RELEASE DATE )  
AND TO MAKE, EXECUTE AND DELIVER ONE )  
OR MORE SUPPLEMENTAL INDENTURES IN )  
CONNECTION THEREWITH; AND (II) (A) ISSUE )  
SUBORDINATED DEBENTURES IN ONE OR )  
MORE SERIES UP TO AN AGGREGATE )  
PRINCIPAL AMOUNT OF \$200,000,000 PLUS )  
THE AGGREGATE LIQUIDATION AMOUNT OF )  
THE COMMON TRUST SECURITIES, UP TO )  
\$6,200,000 TO AN AFFILIATED TRUST AND TO )  
MAKE, EXECUTE AND DELIVER AN ORIGINAL )  
INDENTURE AND ONE OR MORE )  
SUPPLEMENTAL INDENTURES IN )  
CONNECTION THEREWITH; AND (B) MAKE, )  
EXECUTE AND DELIVER ONE OR MORE )  
GUARANTEES WITH RESPECT TO THE )  
ISSUANCE AND SALE OF NOT MORE THAN )  
\$200,000,000 AGGREGATE STATED )  
LIQUIDATION VALUE OF PREFERRED )  
UNDIVIDED TRUST INTERESTS; PROVIDED )  
THAT THE TOTAL PRINCIPAL AMOUNT OF )  
SENIOR NOTES AND TOTAL STATED )  
LIQUIDATION VALUE OF PREFERRED )  
UNDIVIDED TRUST INTERESTS SHALL NOT )  
EXCEED \$300,000,000 )

ENERGY

THIRD SUPPLEMENTAL ORDER  
AUTHORIZING EXTENSION OF TIME  
WITHIN WHICH TO ISSUE SENIOR  
NOTES AND FIRST MORTGAGE  
BONDS AND SUBORDINATED  
DEBENTURES, EXECUTE ORIGINAL  
INDENTURE AND/OR SUPPLEMENTAL  
INDENTURES AND EXECUTE ONE OR  
MORE GUARANTEES

DOCKET NO: EF98121419

Thelen Reid & Priest LLP by Marc B. Lasky, Esq., Morristown, New Jersey for Jersey Central Power & Light Company

Fred S. Grygiel, Chief Economist, Mark C. Beyer, Manager, Leo M. Lim, Supervising Accountant, Office of the Economist on behalf of the Staff of the Board of Public Utilities

BY THE BOARD:

By Order of the Board of Public Utilities (Board), dated March 18, 1999, in Docket No. EF98121419, as amended by First Supplemental Order, dated October 26, 2000, and as further amended by Second Supplemental Order, dated April 25, 2001, Jersey Central Power & Light Company (Petitioner), was authorized from time to time through December 31, 2002, subject to certain provisions set forth in said Order, to:

1. Without further Order of the Board, (a) to issue and sell, in one or more series, Senior Notes in an aggregate principal amount not to exceed \$300,000,000 on a negotiated or competitive bid basis and, in connection therewith, to make, execute and deliver to United States Trust Company of New York, as Trustee, an Indenture providing for the issuance of such Senior Notes in series and one or more Supplemental Indentures thereto for the purpose, among other things, of describing the terms of the Senior Notes; and (b) to issue a like aggregate principal amount of First Mortgage Bonds to secure the Senior Notes until the Release Date and to make, execute and deliver one or more supplemental indentures in connection therewith;
2. Without further Order of the Board, in connection with JCP&L Capital Trust's issuance of up to \$200,000,000 of Preferred Trust Securities on a negotiated basis, to issue, in one or more series through December 31, 2002, Subordinated Debentures in an aggregate principal amount not to exceed \$200,000,000 plus the purchase price for the Common Trust Securities and, in connection therewith, to make, execute and deliver to United States Trust Company of New York, as Trustee, an Indenture providing for the issuance of such Subordinated Debentures in series and one or more Supplemental Indentures thereto for the purpose, among other things, of describing the terms of the Subordinated Debentures; provided that the total principal amount of Senior Notes and Subordinated Debentures shall not exceed \$300,000,000 plus the purchase price for the Common Trust Securities;
3. Without further Order of the Board, to make, execute and deliver one or more Guarantees with respect to the issuance and sale by JCP&L Capital Trust of not more than \$200,000,000 aggregate stated liquidation value of Preferred Trust Securities; and
4. Without further Order of the Board, to repurchase first mortgage bonds, preferred stock or preferred securities at a premium, subject to the conditions described in paragraph 17 of the Board Order dated March 18, 1999 in Docket No. EF98121419.

Petitioner, by letter dated August 30, 2002 (Amendment No. 4 to Petition), desires to extend this authorization to issue the securities heretofore authorized in this docket. Petitioner's current financing forecast indicates that it may need to issue and sell such securities from time to time through December 31, 2004, depending on the interest rate environment and various other

factors including Petitioner's deferred balance securitization program, in order to provide a portion of the permanent financing required for the construction of physical plant needed to provide safe, adequate and proper service to the public. Such Amendment No. 4 to Petition also requests that the Board identify The Bank of New York as Successor Trustee under the Mortgage and Note Indenture and as Trustee under any Debenture Indenture in place of United States Trust Company of New York.

In May 2001, Petitioner issued and sold \$150,000,000 aggregate principal amount of Senior Notes and, on such date, Petitioner also issued \$150,000,000 aggregate principal amount of First Mortgage Bonds to secure such Senior Notes. Petitioner has not issued and/or sold any other Senior Notes or First Mortgage Bonds or any Preferred Trust Securities, Common Trust Securities or Subordinated Debentures, or made, executed or delivered any Guarantees, pursuant to the existing authorization. Petitioner stated in Amendment No. 4 to Petition that the extended authorization would permit Petitioner to issue and sell Senior Notes (and associated First Mortgage Bonds) in an aggregate principal amount not to exceed \$150,000,000, or to issue Subordinated Debentures (and make associated Guarantees) in an aggregate principal amount not to exceed \$150,000,000; provided that the total principal amount of Senior Notes and Subordinated Debentures shall not exceed \$150,000,000 plus the purchase price for any related Common Trust Securities.

The Board, after review of the information submitted, is satisfied with the action proposed to be taken by Petitioner as indicated above, and approving the purposes thereof, HEREBY EXTENDS the authorization through December 31, 2004.

This Third Supplemental Order is issued subject to the following provisions:

1. In all other aspects, the provisions of the Order heretofore issued by the Board in this Docket on March 18, 1999, as amended by First Supplemental Order, dated October 26, 2000, and as further amended by Second Supplemental Order, dated April 25, 2001, will remain unchanged and in full force and effect; and

2. The Authority granted in this Order, and the previous Orders of March 18, 1999, October 26, 2000 and April 25, 2001, shall become null and void and of no effect with respect to any portion which is not exercised on or before December 31, 2004.

DATED: November 22, 2002

BOARD OF PUBLIC UTILITIES  
BY:

[SIGNED]  
JEANNE M. FOX  
PRESIDENT

[SIGNED]  
FREDERICK F. BUTLER  
COMMISSIONER

[SIGNED]  
CAROL J. MURPHY  
COMMISSIONER

[SIGNED]  
CONNIE O. HUGHES  
COMMISSIONER

[SIGNED]  
JACK ALTER  
COMMISSIONER

ATTEST:

[SIGNED]  
KRISTI IZZO  
BOARD SECRETARY